UNITED STATES BANKRUPTCY COURSOUTHERN DISTRICT OF NEW YORK In re DELPHI CORPORATION, et al., Debtors.	X : Chapter 11 : Case No. 05-44481 (RDD) : (Jointly Administered) : X
AFFIDAVIT OF LEGAL OF	RDINARY COURSE PROFESSIONAL
STATE OF ILLINOIS)) ss:
COUNTY OF COOK	,

Thomas P. Desmond, being duly sworn, deposes and says:

- I am a principal of Vedder Price, P.C. ("VP") which firm maintains offices at 222 1. North LaSalle Street, Chicago, Illinois 60601; 1633 N. Broadway, New York, New York 10019; and 875 15th Street NW, Washington, D.C., 20005.
- Neither I, VP, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.
- VP has represented and advised the Debtors in certain employment related matters with respect to a broad range of aspects of the Debtors' businesses.
- The Debtors have requested, and VP has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters.
- VP's current fees arrangement is on an hourly rate basis ranging from \$250 to 5. \$590.
- Except as set forth herein, no promises have been received by VP or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

COUNTY OF COOK

- 7. VP has no agreement with any entity to share with such entity any compensation received by VP.
- 8. VP and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. VP does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.
- 9. Neither I, VP, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which VP is to be engaged.
- 10. The foregoing constitutes the statement of VP pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT

Thomas P. Desmond, Shareholder

Subscribed and sworn before me this 20th day of May, 2008

Notary Public

"OFFICIAL SEAL"
Shelia E. Robertson
Notary Public, State of Illinois
My Commission Expires 05/15/2010

CERTIFICATE OF SERVICE

Thomas P. Desmond, Shareholder, hereby certifies that on May 20, 2008 served a copy of the Affidavit of Legal Ordinary Counsel Professional, upon the following interested parties via first class mail:

Delphi Corporation Attention: General Counsel 5725 Delphi Drive Troy, MI 48098 U.S.A.

Skadden, Arps, Slate, Meagher & Flom Attention: John W. Butler, Jr., Esq. 333 West Wacker Drive Suite 2100 Chicago, IL 60606 U.S.A.

United States Trustee Attention: Alicia M. Leonhard, Esq. 33 Whitehall Street Suite 2100 New York, N.Y. 10044 U.S.A.

Delphi Corporation Attention: John D. Sheehan, Esq. Vice President & Chief Restructuring Officer 5725 Delphi Drive Troy, MI 48098 U.S.A.

Dated May 20, 2008

Latham & Watkins Attention: Mark A. Broude, Esq. 885 Third Avenue New York, N.Y. 10022 U.S.A.

Simpson Thacher & Bartlett LLP Attention: Marissa Wesley, Esq. 425 Lexington Avenue New York, N.Y. 10017 U.S.A.

Davis Polk & Wardwell Attention: Donald Bernstein, Esq. and Brian Resnick, Esq. 450 Lexington Avenue New York, N.Y. 10017 U.S.A.

GE Plastics, Americas Attention: Valeria Venable Credit Manager 9930 Kincey Avenue Huntersville, NC 28078 U.S.A.

Thomas P. Desmond Vedder Price, P.C. 222 North LaSalle Street Chicago, Illinois 60601

Sworn before me this 20th day of May, 2008.

lia & Robertson

Notary Public

"OFFICIAL SEAL"
Shelia E. Robertson
Notary Public, State of Illinois
My Commission Expires 05/15/2010